

# **EXHIBIT A**

## **Attorneys' Eyes Only**

[To be filed under seal]

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

UMG RECORDINGS, INC., *et al.*,

Plaintiffs,

vs.

GRANDE COMMUNICATIONS  
NETWORKS LLC and PATRIOT MEDIA  
CONSULTING, LLC,

Defendants.

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Civil Action No. 1:18-mc-00613-LY

**DECLARATION OF ALASDAIR MCMULLAN IN SUPPORT OF PLAINTIFFS’  
OPPOSITION TO DEFENDANT GRANDE COMMUNICATIONS NETWORKS LLC’S  
MOTION FOR SUMMARY JUDGMENT AND PLAINTIFFS’  
CROSS-MOTION FOR SUMMARY JUDGMENT**

I, Alasdair McMullan, the undersigned, hereby declare:

1. I am Senior Vice President, Legal Affairs, at Universal Music Group. In my capacity as in-house counsel for Universal Music Group, among other things, I manage and supervise litigation for UMG Recordings, Inc. and its record label affiliates, including but not limited to Capitol Records, LLC (formerly Capitol Records, Inc.), Capitol Christian Music Group, Inc., Fonovisa, Inc., Roc-A-Fella Records, LLC, and Tooth & Nail, LLC (collectively, the “UMG Plaintiffs”). In addition, through my position at Universal Music Group, I am familiar with the books and records of the UMG Plaintiffs and their record label affiliates, including documents such as copyright certificates and agreements (including those referenced in this declaration) pursuant to which the UMG Plaintiffs possess rights in the sound recordings at issue in this litigation.

2. I submit this declaration in support of Plaintiffs' Opposition to Defendant Grande Communication Networks LLC's ("Grande") Motion for Summary Judgment and Plaintiffs' Cross-Motion for Summary Judgment. I have personal knowledge of the facts set forth below and/or have learned of these facts as a result of my position and responsibilities at Universal Music Group. If called upon and sworn as a witness, I could and would testify competently as to the matters set forth herein.

3. The UMG Plaintiffs develop, exploit and distribute sound recordings through various record labels, including Interscope Records, Republic Records, Capitol Records Nashville, Blue Note Records, Harvest Records, and many others.

4. Exhibit 1 to this Declaration contains a chart listing the 851 sound recordings for which the UMG Plaintiffs seek to recover for copyright infringement by Grande in this litigation (the "Copyrighted Recordings"). Each of the Copyrighted Recordings is set forth in Exhibit A to Plaintiffs' Complaint [Dkt. 1]. The UMG Plaintiffs own, or have the right to enforce, copyrights in and to each of these sound recordings. All but one of these 851 sound recordings are available online as individual tracks through sources such as iTunes, Spotify, or YouTube.<sup>1</sup>

5. The UMG Plaintiffs possess (and exploit) their exclusive rights, among other things, to reproduce the Copyrighted Recordings in copies or phonorecords, to distribute copies or phonorecords of the Copyrighted Recordings to the public, to perform the Copyrighted Recordings publicly by means of a digital audio transmission, and to license these exclusive rights, including the exercise of these rights over the Internet.

6. The UMG Plaintiffs have obtained Certificates of Copyright Registration for each of the Copyrighted Recordings (or, for a small number of works indicated below, have submitted

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<sup>1</sup> The one exception is Richard Marx's "You Never Take Me Dancing."

applications for registration). True and correct copies of the Certificates of Copyright Registration (or where applicable, applications for registration) for each of the Copyrighted Recordings listed on Exhibit 1 to this declaration have been produced in discovery. Exhibit 1 to this declaration lists, for each Copyrighted Recording, the Bates Number for each Certificate of Copyright Registration (or where applicable, the application for registration).

7. The UMG Plaintiffs' ownership or control of these copyrights also can be confirmed via publicly available information, such as through the United States Copyright Office website.

**EXPLANATION OF OWNERSHIP/CONTROL FOR EACH PLAINTIFF**

8. I will next discuss the ownership or control of the Copyrighted Recordings by each of the individual UMG Plaintiffs.

**UMG Recordings, Inc.**

9. Plaintiff UMG Recordings, Inc. ("UMG") owns or controls exclusive rights to six-hundred and sixty-two (**662**) of the Copyrighted Recordings listed on Exhibit 1 as set forth below.

10. For three-hundred and sixty-four (**364**) Copyrighted Recordings, either "**UMG Recordings, Inc.**" or one of its unincorporated "divisions" is explicitly identified as a copyright claimant on the Certificate of Copyright Registration. The UMG divisions that are explicitly listed appear as: "**A&M Records, a Div. of UMG Recordings, Inc.,**" "**Def Jam Recordings, a Div. of UMG Recordings, Inc.,**" "**Interscope Records, a division of UMG Recordings, Inc.,**" "**DGC Records, A Div. of UMG Recordings, Inc.,**" "**Geffen Records, a division of UMG Recordings, Inc.,**" "**Island Def Jam Music Group, a division of UMG Recordings, Inc.,**" "**The Island Def Jam Music Group, A Div. of UMG Recordings Inc.,**" "**Island Records, a Div. of UMG Recordings, Inc.,**" "**MCA Nashville, A Div. of UMG Recordings, Inc.,**" "**MCA Records**

Nashville, A Div. of UMG Recordings, Inc.,” “MCA Records, A Division of UMG Recordings, Inc.,” “Mercury Records, A Div. of UMG Recordings, Inc.,” “Motown Records, a Div. of UMG Recordings, Inc.,” “Republic Records, a Div. of UMG Recordings, Inc.,” “The Verve Music Group, A Div. of UMG Recordings, Inc.,” “Universal Motown Records, A Div. of UMG Recordings, Inc.,” “Universal Music Enterprises, A Div. of UMG Recordings, Inc.,” “Universal Records, A Div. of UMG Recordings, Inc.,” “Universal Republic Nashville Records, A Div. of UMG Recordings, Inc.,” and “Universal Republic Records, A Div. of UMG Recordings, Inc.”

11. For eight (8) Copyrighted Recordings, the copyright claimant on the Certificate of Copyright Registration is listed as “**Polygram Records, Inc.**” and for one (1) Copyrighted Recording, the copyright claimant appears as “**Polygram Records**” on the Certificate of Copyright Registration. UMG possesses the rights to these Copyrighted Recordings because Polygram Records, Inc. is the former name of UMG Recordings, Inc., and “Polygram Records” is the informal name of “Polygram Records, Inc.” Attached as Exhibit 2 is a true and correct copy of the October 15, 1999 Amended And Restated Certificate of Incorporation reflecting Polygram Records, Inc.’s name change to “UMG Recordings, Inc.” (UMG\_00014364).

12. UMG owns or controls exclusive rights to fifty-seven (57) of the Copyrighted Recordings through a license or recording agreement between UMG (including through one of its divisions) and the copyright claimant listed on the Certificate of Copyright Registration. UMG or one of its divisions entered into an exclusive license agreement with the following entities listed as copyright claimants: “**19 Recordings, Inc.**,” *see* UMG\_00012903; “**Amaru Entertainment, Inc.**” (or “**Amaru Entertainment**”), *see* UMG\_00021615, UMG\_00021630, UMG\_00021637, UMG\_00021643, and UMG\_00012971; “**Getting Out Our Dreams II, LLC**,” *see*

UMG\_00013146; **“The Weeknd XO Music, ULC”**<sup>2</sup> (through an exclusive distribution and license agreement with its predecessor-in-interest, XO&co Inc.), *see* UMG\_00016921; and **“SKRIMSL ehf.”** *see* UMG\_00016858. UMG (including through one of its divisions) entered into an exclusive recording agreement with the following persons or entities listed as copyright claimants: **“Lana Del Rey,”** *see* UMG\_00016599; and the **“Yeah Yeah Yeahs”** and **“Karen Orzolek / Nicholas Zinner / Brian Chase, all members of Yeah Yeah Yeahs,”** *see* UMG\_00017215. Attached as Exhibit 3 are true and correct copies of the exclusive license and recording agreements identified in this paragraph.

13. For thirty (30) Copyrighted Recordings, certain foreign affiliates of UMG (or entities that have merged into those foreign affiliates) are identified as the copyright claimants on the Certificates of Copyright Registration. These copyright claimants appear as: **“Phonogram, Ltd.,” “Polydor Ltd. (UK),” “Universal International Music B.V.,” “Universal Island Records Ltd.,” “Universal Island Records Ltd., A Universal Music Company,” “Universal Island Records, A Div. of Universal Music Operations Limited,” “Universal Music AB,” “Universal Music New Zealand Ltd.,” “A&M Records Ltd. / Mowax Recordings,”** and **“Virgin EMI Records, a Div. of Universal Music Operations Limited.”** UMG controls exclusive United States rights to such recordings by virtue of an “Inter Company Licence Agreement” (“ICLA”). Pursuant to the ICLA, UMG or Capitol Records, LLC is the exclusive licensee in the United States of the sound recordings owned by each of their affiliated foreign companies. A true and correct copy of the most current ICLA is attached as Exhibit 4 (UMG\_00012868). Also included in Exhibit 4 are true and correct copies of documents that reflect

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<sup>2</sup> The copyright status is pending for these eight (8) sound recordings by The Weeknd. Therefore, the copyright applications are referenced for these entries on Exhibit 1.

the execution of the ICLA by Universal Music AB (Sweden) (UMG\_00019543); Universal Music Pty Ltd (Australia) (UMG\_00019546); and Universal Music Limited (New Zealand) (UMG\_00019549). Exhibit 4 also includes Deeds of License and Deeds of Transfer for copyright claimants that have transferred the rights to their Copyrighted Recordings to Universal Music Operations Limited (one of the companies that has licensed UMG or Capitol Records rights to sound recordings pursuant to the ICLA): Phonogram, Ltd. (UMG\_00014344, UMG\_00014351); Polydor Ltd. (UK)<sup>3</sup> (UMG\_00014354, UMG\_00014361); A&M Records Ltd. (UMG\_00012953, UMG\_00012960); Universal Island Records Ltd. (UMG\_00015217, UMG\_00015224); and Virgin Records Ltd. (UMG\_00021662). In addition, Exhibit 4 includes the letter agreement whereby Capitol Records, LLC and UMG agree to a licensing arrangement pursuant to the ICLA (UMG\_00021658).

14. For eleven (11) Copyrighted Recordings, UMG controls the exclusive U.S. rights to the sound recording through a license agreement between the copyright claimant and one of UMG's foreign affiliates. These copyright claimants include "**Avicii Music AB**," which has an exclusive license with Universal Music AB, *see* UMG\_00013006; "**Azealia Amanda Banks / Jef Martens**," which entered into an exclusive license agreement with Universal Music Operation Limited on January 20, 2012, *see* UMG\_00013011; and "**Modular Recordings Pty Limited**," which has an agreement with Universal Music Australia whereby Universal Music Australia is the exclusive worldwide licensee of its repertoire. These recordings are exclusively licensed in the United States to UMG Recordings, Inc. (including through one of its divisions) by these affiliated

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<sup>3</sup> On December 13, 1994, Phonogram, Ltd. changed its name to "Mercury Records Limited." *See* UMG\_00014343 (included in Exhibit 4). Therefore, the Deed of License and Deed of Transfer are under the name "Mercury Records Limited".

foreign companies by virtue of the ICLA, *see supra* ¶ 13. Attached as Exhibit 5 are true and correct copies of the agreements identified in this paragraph.

15. Plaintiff UMG owns, or has the exclusive U.S. rights to, the remaining one-hundred and ninety-one (**191**) Copyrighted Recordings listed in Exhibit 1 for which it is listed as the Plaintiff. For purposes of clarification, I shall briefly explain how UMG Recordings, Inc. owns or controls these sound recordings:

a. Fifty-nine (**59**) Copyrighted Recordings identify “**Geffen Records**,” “**Geffen Records, Inc.**,” or “**The David Geffen Company**” as the copyright claimant on their Certificates of Copyright Registration. Plaintiff UMG Recordings, Inc. owns these Copyrighted Recordings pursuant to a merger deal. On October 30, 1993, The David Geffen Company changed its name to Geffen Records, Inc. *See* UMG\_00017419 (Certificate of Amendment). On November 30, 1999, Geffen Records, Inc.—sometimes referred to as “Geffen Records” as shorthand—was merged into UMG Recordings, Inc. *See* UMG\_00017421 (merger agreement). Attached as Exhibit 6 are true and correct copies of the documents identified in this paragraph.

b. Forty-four (**44**) Copyrighted Recordings identify “**A&M Records**” or “**A&M Records, Inc.**” as copyright claimant on their Certificates of Copyright Registration. Plaintiff UMG Recordings, Inc. owns these Copyrighted Recordings pursuant to a merger deal. On November 30, 1999, A&M Records, Inc. (or shorthand, “A&M Records”) merged into Plaintiff UMG Recordings, Inc. Attached as Exhibit 7 is the Certificate of Merger (UMG\_00012858).



c. Thirty (30) Copyrighted Recordings identify “**Interscope Records**” as the copyright claimant on their Certificates of Copyright Registration.<sup>4</sup> There were two separate entities known as “Interscope Records” and UMG owns or controls the Copyrighted Recordings of both of these entities. One entity is an unincorporated division of UMG Recordings, Inc., which is listed amongst the other entities explicitly listed as UMG divisions in ¶ 10.<sup>5</sup> Attached as Exhibit 8 is a corporate resolution reflecting written consent by UMG Recordings, Inc.’s Board of Directors formally recognizing and ratifying the existing division, Interscope Records, to continue to act on behalf of UMG Recordings, Inc. as a division of the company (UMG\_00017688). The other Interscope entity is a California general partnership (“the Partnership”). On December 16, 2013, all of the Partnership’s assets were assigned to “Interscope Geffen A&M Records, a div. of UMG Recordings, Inc.” The Assignment of Assets & Certificate of Recordation (UMG\_00013161) is attached as Exhibit 9.

d. Three (3) Copyrighted Recordings identify “**A&M/Octone Records**” and two (2) Copyrighted Recordings identify “**Octone Records, LLC**” as the copyright claimant on their Certificates of Copyright Registration. Plaintiff UMG owns or controls the exclusive rights to these Copyrighted Recordings through an assignment of assets to one of its divisions. “A&M/Octone Records” is a registered d/b/a of OctoScope Music, LLC. OctoScope Music, LLC was founded on January 18, 2007 as a joint venture between

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<sup>4</sup> One of the Copyrighted Recordings, *Good Vibrations* by Marky Mark And The Funky Bunch, lists “Interscope Records, Inc.” as the copyright claimant. The inclusion of “Inc.” is an error, as the Interscope “Partnership” discussed in this paragraph possessed the original rights to this sound recording.

<sup>5</sup> The Copyrighted Recordings discussed in this paragraph do not include the sound recordings that identify copyright claimant Interscope Records explicitly as “a div. of UMG Recordings, Inc.,” which are included in the 364 Copyrighted Recordings cited in ¶ 10.

Interscope Geffen A&M Records, a division of UMG Recordings, Inc. (“IGA”) and Octone Records, LLC. On October 31, 2013, IGA purchased Octone Records LLC’s share of OctoScope Music, LLC, *see* UMG\_00014313 (Purchase Agreement), and on November 1, 2013, OctoScope Music, LLC agreed to assign all of its assets to IGA, *see* UMG\_00012963 (Assignment of Assets & Copyright Recordation). Attached as Exhibit 10 are true and correct copies of the documents identified in this paragraph.

e. Six (6) Copyrighted Recordings identify “**MCA Records, Inc.**” and one (1) Copyrighted Recording identifies “**MCA Records Nashville, a division of MCA Records, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. UMG owns or controls the exclusive rights to these sound recordings through MCA Records, Inc.’s November 30, 1999 merger into UMG Recordings, Inc. Attached as Exhibit 11 is a true and correct copy of the Certificate of Merger (UMG\_00016748).

f. Eleven (11) Copyrighted Recordings identify “**Mercury Records**” as the copyright claimant on their Certificates of Copyright Registration. Mercury Records is an unincorporated division of UMG (both under its current name and under its former name Polygram Records, Inc.), and a fictitious business name under which these entities conduct or previously conducted business. Attached as Exhibit 12 is Polygram Records, Inc.’s June 30, 1999 written consent of the Board of Directors establishing “Mercury Records” as a division of the company (UMG\_00013094). *See also supra* ¶ 11 (Polygram Records, Inc.’s name change to UMG Recordings, Inc.). In addition, UMG is the successor-in-interest to “Mercury Record Corporation” and “Mercury Record Productions, Inc.” In or around 1960, Philips Electronics purchased Mercury Record Corporation and changed the name to Mercury Record Productions, Inc. In or around 1972, Mercury Record Productions, Inc.

changed its name to Phonogram, Inc. In 1980, Phonogram, Inc. changed its name to Polygram Records, Inc., which, in turn, changed its name to “UMG Recordings, Inc.” in 1999. *See supra* ¶ 11.

g. One (1) Copyrighted Recording identifies “**The Island Def Jam Music Group**”—the abbreviated name which appears on other Certificates of Copyright Registration as “The Island Def Jam Music Group, a Division of UMG Recordings, Inc.” included in ¶ 10—as the copyright claimant on its copyright certificate. On June 30, 1999, several labels were consolidated into Polygram Records, Inc. as a division called “The Island Def Jam Music Group.” Attached as Exhibit 12 is Polygram Records, Inc.’s written consent of the Board of Directors establishing The Island Def Jam Music Group as a division of the company (UMG\_00013094). Later that year, on October 15, 1999, PolyGram Records, Inc. changed its name to “UMG Recordings, Inc.” *See supra* ¶ 11.

h. Four (4) Copyrighted Recordings identify “**Motown Record Corporation**” as the copyright claimant on their Certificates of Copyright Registration. On June 4, 1988, Motown Record Company, L.P. (formerly Detroit Record Co., L.P.), a Delaware limited partnership, purchased the assets of Motown Record Corporation. *See* UMG\_00019747 (relevant excerpts from Agreement for Purchase and Sale of Assets). On July 30, 1993, Motown Record Company, L.P. sold its operating assets to MRAC, L.P., a California limited partnership. *See* UMG\_00019883 (relevant excerpts from the Asset Purchase Agreement). On September 2, 1993, MRAC, L.P. subsequently changed its name to Motown Record Company, L.P., a California limited partnership. *See* UMG\_00019746 (Amendment to Certificate of Limited Partnership). On June 30, 1999, Motown Record Company, L.P. was consolidated into “The Universal/Motown Records Group” as a

division of Polygram Records, Inc. Polygram Records, Inc.’s written consent of the Board of Directors established “The Universal/Motown Records Group” as a division of the company. *See* Exhibit 12, UMG\_00013094. Later that year, on October 15, 1999, Polygram Records, Inc. changed its name to “UMG Recordings, Inc.” *See supra* ¶ 11. Attached as Exhibit 13 are true and correct copies of the documents identified for the first time in this paragraph.

i. Three (3) Copyrighted Recordings identify “**Universal Records, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. On June 30, 1999, Universal Records, Inc. was merged into Polygram Records, Inc. The corporate resolution of Polygram Records, Inc. consolidating Universal Records, Inc. into the division “The Universal/Motown Records Group”. *See* Exhibit 12, UMG\_00013094. Later that year, on October 15, 1999, Polygram Records, Inc. changed its name to “UMG Recordings, Inc.” *See supra* ¶ 11.

j. Ten (10) Copyrighted Recordings identify “**CBS Records, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. CBS Records, Inc. is incorrectly listed as the copyright claimant on the Registration Certificates. The exclusive rights to these sound recordings in fact were held by Def Jam Recordings, Inc. pursuant to an exclusive recording agreement with the artist of these Copyrighted Recordings, Public Enemy. UMG’s ownership of these Copyrighted Recordings came about through its acquisition of Def Jam Recordings, Inc. On September 20, 1994, Def Jam Recordings, Inc. changed its name to Def Jam Records, Inc. *See* UMG\_00013076. On June 30, 1999, Def Jam Records, Inc. was consolidated into a division of Polygram Records, Inc. called “The Island Def Jam Music Group.” *See* Exhibit 12, UMG\_00013094. As explained, on

October 15, 1999, Polygram Records, Inc. changed its name to “UMG Recordings, Inc.” *See supra* ¶ 11. Def Jam Records, Inc. was later dissolved on December 26, 2002, and all of its assets were distributed to UMG. *See* UMG\_00013088. Attached as Exhibit 14 are true and correct copies of the documents identified in this paragraph (other than the materials in Exhibit 13).

k. Fourteen (14) Copyrighted Recordings identify “**Aftermath Records**” as the copyright claimant on their Certificates of Copyright Registration. On March 22, 1996, Interscope Records entered into a Joint Venture Agreement with Andre Romell Young to form “Black Market Records,” later renamed “Aftermath Records.” *See* UMG\_00019687 (Memorandum of Agreement). On December 14, 2005, Andre Romell Young assigned his interest in the joint venture to ARY, Inc., and UMG. *See* UMG\_00012967 (Sale Agreement). Interscope Records later acquired all of ARY, Inc.’s interest in Aftermath Records. Attached as Exhibit 15 are true and correct copies of the documents previously identified in this paragraph along with the October 24, 2000 Amended and Restated Memorandum of Agreement (UMG\_00018770); the July 27, 2010 Joint Venture Agreement (UMG\_00019699); the December 9, 2005 and July 27, 2010 Contribution Agreements between Interscope Records (the Partnership and the division of UMG) and Andre Romell Young (UMG\_00018746; UMG\_00018751). As discussed in ¶ 15.c, UMG possesses the rights to Interscope Records’ (both the Partnership’s and the UMG division’s) Copyrighted Recordings.

l. One (1) Copyrighted Recording identifies “**Casablanca Record & Filmworks, Inc.**” as the copyright claimant on its Certificate of Copyright Registration. UMG owns this sound recording because on January 1, 1981 and January 1, 1982,

Casablanca Record & Filmworks, Inc. and “Casablanca Records, Inc. formerly known as Casablanca Record & Filmworks, Inc.”, respectively, assigned the rights to their sound recordings to Polygram Records, Inc. *See* UMG\_00019630, UMG\_00019636. Polygram Records, Inc. later changed its name to “UMG Recordings, Inc.” *See supra* ¶ 11. Also, for this Copyrighted Recording, “UMG Recordings, Inc.” filed as the Renewal Claimant on December 30, 2005. *See* UMG\_00019696 (Certificate of Copyright Registration). Attached as Exhibit 16 are true and correct copies of the documents identified in this paragraph.

m. One (1) Copyrighted Recording identifies “**Gasoline Alley, JV**” as the copyright claimant on its Certificate of Copyright Registration. Gasoline Alley, JV was a General Partnership that was owned by MCA/G-A Record Ventures, Inc. (“MCA/G-A”) and Gasoline Music, Inc. (UMG\_00021557). On July 9, 1994, Gasoline Alley, JV signed a recording agreement with Sublime (UMG\_00013099). On January 15, 1997, Gasoline Music, Inc. withdrew from Gasoline Alley JV, leaving MCA/G-A as the sole owner (UMG\_00021543). MCA/G-A’s assets were assigned to UMG, the sole shareholder of MCA/G-A, on September 24, 2015 (UMG\_00013145). Attached as Exhibit 17 are true and correct copies of the documents identified in this paragraph.

n. One (1) Copyrighted Recording identifies “**SKG Music, LLC**” as the copyright claimant on its Certificate of Copyright Registration. On January 8, 2014, UMG purchased the assets of SKG Music, LLC. Attached as Exhibit 18 is a true and correct copy of the Purchase Agreement whereby UMG purchased the assets of SKG Music LLC (UMG\_00016787).

**Plaintiff Capitol Records, LLC**

16. Plaintiff Capitol Records, LLC (“Capitol Records”) owns or has the right to enforce one-hundred forty-seven (**147**) of the Copyrighted Recordings summarized on Exhibit 1 and as set forth below.

17. Seventy-two (**72**) of the Copyrighted Recordings identify “**Capitol Records, LLC**,” “**Capitol Records, Inc.**,” “**Capitol Records**,” or explicitly list one of their “divisions” as the copyright claimant on their Certificates of Copyright Registration.<sup>6</sup> Capitol Records was formerly known as Capitol Records, Inc. Capitol Records’ corporate status conversion from a corporation to a limited liability company is reflected in Exhibit 19, which is the March 31, 2008 Certificate of Conversion to Limited Liability Company (UMG\_00018788). The entities that are explicitly listed as “a division of” either “Capitol Records, Inc.” or “Capitol Records, LLC” include “**Blue Note Records, a division of Capitol Records, Inc.**,” “**Capitol Music Group, a division of Capitol Records, LLC**,” and “**Capitol Nashville, a division of Capitol Records, Inc.**” Capitol Records also does business as “**Blue Note Records**” and “**Capitol Music Group**.” These fictitious business names of Capitol Records are reflected in the true and correct copies of the state filings attached as Exhibit 20 (UMG\_00018785; UMG\_00012866).

18. In addition to the fictitious business names mentioned, another seven (**7**) of the Copyrighted Recordings identify a copyright claimant that serves as a fictitious business name for Capitol Records. These fictitious business names include “**Capitol Records Nashville**” and “**Harvest Records**.” Attached as Exhibit 21 are true and correct copies of the relevant Fictitious Business Name Statements for these two entities (UMG\_00012861; UMG\_00015316).

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<sup>6</sup> The copyright status of six (6) sound recordings by Richard Marx identifying Capitol Records, LLC as copyright claimant are currently pending. Therefore, the copyright application is referenced for these entries on Exhibit 1.

19. Capitol Records (either in its own name or through a division or through a “d/b/a” name) owns or controls seven (7) Copyrighted Recordings pursuant to exclusive licenses from an unrelated third-party copyright owner. These include:

a. Three (3) Copyrighted Recordings identifying “**RCA Records / BMG Music**” as the copyright claimant on their Certificates of Copyright Registration. Capitol Records controls the exclusive rights to these Copyrighted Recordings by the artist professionally known as “Iggy Pop” through its subsidiary, Virgin Records. After the rights to these Copyrighted Recordings reverted back to Iggy Pop’s company, Thousand Mile, Inc., from RCA Records/BMG Music, Virgin Records America, Inc. and Thousand Mile, Inc. signed an agreement on August 3, 1989, whereby Virgin Records America, Inc. acquired an exclusive license to these three Copyrighted Recordings, among others. *See* UMG\_00014908. On December 22, 2015, Virgin Records, the “successor-in-interest to Virgin Records America, Inc.” (and signed by “Universal Music Enterprises, a division of UMG Recordings, Inc.”), and Thousand Mile, Inc. signed an extension of the August 3, 1989 agreement. *See* UMG\_00014906. As discussed in ¶ 21.a, Capitol Records does business under the Virgin Records name. Attached as Exhibit 22 are true and correct copies of the documents identified in this paragraph.

b. Two (2) Copyrighted Recordings identifying “**Lench Mob Records, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. On April 3, 2006, EMI Music Marketing, a division of Capitol Records, Inc., entered into an exclusive distribution agreement with Lench Mob Records, Inc., which granted EMI Music Marketing the exclusive U.S. rights. Attached as Exhibit 23 is a true and correct copy of



this agreement (UMG\_00016677). As explained in ¶ 17, Capitol Records converted from Capitol Records, Inc. to Capitol Records, LLC.

c. One (1) Copyrighted Recording identifying “**Guitar Monkey Entertainment, Inc. d.b.a. Hit Red Records**” (“Guitar Monkey”) as the copyright claimant on its Certificate of Copyright Registration. On September 20, 2010, Guitar Monkey entered into an exclusive artist agreement with Capitol Records Nashville, which granted Capitol Records Nashville the exclusive U.S. rights. Attached as Exhibit 24 is a true and correct copy of this agreement (UMG\_00015289). Capitol Records does business under the name “Capitol Records Nashville.” *See* Exhibit 21 (UMG\_00012861).

d. One (1) Copyrighted Recording identifying “**Little Big Town, LLC**” as the copyright claimant on its Certificate of Copyright Registration. Capitol Records Nashville and Little Big Town entered into an Exclusive License Agreement, attached as Exhibit 25 (UMG\_00016695), which granted Capitol Records Nashville the exclusive U.S. rights. Capitol Records operates under the name “Capitol Records Nashville.” *See* Exhibit 21 (UMG\_00012861).

20. For eleven (11) Copyrighted Recordings, the corresponding Certificates of Copyright Registration identify either “**Virgin Records Ltd.**” or “**Virgin Records, Ltd.**” as the copyright claimant. Plaintiff Capitol Records controls exclusive U.S. rights to these recordings pursuant to the ICLA as explained in ¶ 13. *See* Exhibit 4 (UMG\_00021662).

21. For two (2) Copyrighted Recordings, the corresponding Certificates of Copyright Registration incorrectly identify “Capitol Records Ltd.” as the copyright claimant. In reality, the use of the “Ltd.” appellation was mistaken; these recordings should have been filed in the name of

“Capitol Records, a division of Universal Music Operations Limited.” Plaintiff Capitol Records controls exclusive U.S. rights to these recordings pursuant to the ICLA as explained in ¶ 13.

22. Capitol Records owns or has the right to enforce the remaining forty-eight (48) Copyrighted Recordings listed in Exhibit 1. For purposes of clarification, I shall briefly explain how Capitol Records has ownership or control of the copyrights in these sound recordings:

a. Fourteen (14) Copyrighted Recordings identify “**Virgin Records America, Inc.**” or “**Virgin Records America**” as the copyright claimant on their Certificates of Copyright Registration. On August 15, 2011, Virgin Records America, Inc. was merged into Capitol Records. *See* UMG\_00017711 (Certificate of Merger). Further, Capitol Records does business under the fictitious business name “Virgin Records America.” *See* UMG\_00017715 (Fictitious Business Name Statement). Attached as Exhibit 26 are true and correct copies of the documents identified in this paragraph.

b. Thirteen (13) Copyrighted Recordings identify “**Chrysalis Records, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. Capitol Records owns or controls the rights to these Copyrighted Recordings through Chrysalis Records, Inc.’s merger into Capitol Records on March 28, 2007. Attached as Exhibit 27 is a true and correct copy of the Certificate of Ownership establishing Chrysalis Records, Inc.’s merger into Capitol Records, Inc. (UMG\_00019694). As explained in ¶ 17, Capitol Records converted from Capitol Records, Inc. to Capitol Records, LLC.

c. Thirteen (13) Copyrighted Recordings identify “**Priority Records, Inc.**,” “**Priority Records, LLC**,” or “**Priority Records**” as the copyright claimant on their Certificates of Copyright Registration. On November 1, 1996, Priority Records, Inc. (or for shorthand, “Priority Records”) changed its name to Turami, Inc. *See* UMG\_00018787

(Articles of Incorporation Amendment). On November 8, 1996, Capitol Records, Inc. purchased from “Turami Inc., a California corporation formerly known as Priority Records, Inc.,” a 50% membership interest in Priority Records, LLC. *See* UMG\_00014372. On March 27, 1998, Capitol Records, Inc. purchased the remaining 50% membership interest of Priority Records, LLC from Turami, Inc. *See* UMG\_00021166 (Assignment of Membership Interest). As explained in ¶ 17, Capitol Records converted from Capitol Records, Inc. to Capitol Records, LLC. On March 17, 2017, Priority Records, LLC merged into Capitol Records. *See* UMG\_00015241 (Certificate of Merger). Attached as Exhibit 28 are true and correct copies of the documents identified in this paragraph.

d. Three (3) Copyrighted Recordings identify “**International Record Syndicate, Inc.**” and one (1) Copyrighted Recording identifies “**IRS, Inc.**” as the copyright claimant on their Certificates of Copyright Registration. On July 6, 1990, “IRS, Inc.” assigned all of its assets to “International Record Syndicate, Inc.” Attached as Exhibit 29 is a true and correct copy of the Assignment and Assumption Agreement (UMG\_00016265). On March 27, 1992, Seventh Avenue Music, Inc. purchased all of the assets of International Record Syndicate, Inc. On March 30, 1993, Seventh Avenue Music, Inc. merged into Capitol Records, Inc, which then was converted into Capitol Records, LLC (*see* ¶ 17). As a result of the merger, Capitol Records is the direct holder of all the assets of Seventh Avenue Music, Inc., including its catalog of sound recordings.

e. One (1) Copyrighted Recording identifies “**United Artists Music & Records Group, Inc.**” as the copyright claimant on its Certificate of Copyright Registration. United Artists Music and Records Group, Inc. (later known as “Liberty/United Records, Inc.,” *see* UMG\_00018883, and “Liberty Records, Inc.,” *see*

UMG\_00018880) merged into Capitol Records, Inc. *See* UMG\_00018793 (Merger Agreement). As explained in ¶ 17, Capitol Records converted from Capitol Records, Inc. to Capitol Records, LLC. Attached as Exhibit 30 are true and correct copies of the documents identified in this paragraph.

f. Three (3) Copyrighted Recordings identify “**EMI Records Nashville**” as the copyright claimant on their Certificates of Copyright Registration. Although Exhibit A to the Complaint lists UMG Recordings, Inc. as the Plaintiff for these Copyrighted Recordings, in reality co-Plaintiff Capitol Records owns or controls exclusive rights to these Copyrighted Recordings, because EMI Records Nashville is an active assumed name or “d/b/a” of Capitol Records, LLC. Attached as Exhibit 31 is a true and correct copy of Tennessee state filing listing “EMI Records Nashville” as an assumed name of Capitol Records, LLC (UMG\_00017719).

**Plaintiff Capitol Christian Music Group, Inc.**

23. Exhibit 1 lists one (1) Copyrighted Recording that identifies “Sparrow Records” as the copyright claimant on its Certificate of Copyright Registration. On March 31, 1995, Sparrow Records changed its name to EMI Christian Music Group Inc. *See* UMG\_00017418 (Certificate of Amendment of the Articles of Incorporation). On August 7, 2013, EMI Christian Music Group Inc. changed its name to Plaintiff **Capitol Christian Music Group, Inc.** *See* UMG\_00017414 (Certificate of Amendment of the Articles of Incorporation). Attached as Exhibit 32 are true and correct copies of the documents identified in this paragraph.

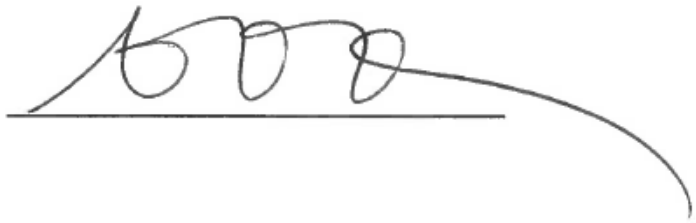
**Plaintiffs Roc-A-Fella Records, LLC, Fonovisa, Inc., and Tooth & Nail, LLC**

24. Exhibit 1 lists thirty-nine (39) Copyrighted Recordings owned by Plaintiff **Roc-A-Fella Records, LLC**, one (1) owned by Plaintiff **Fonovisa, Inc.**, and one (1) by Plaintiff **Tooth**

**& Nail, LLC.** These three Plaintiffs are listed as the copyright claimants on the Certificates of Registration for the corresponding Copyrighted Recordings.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 11th day of September, 2018, in Santa Monica, California.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a solid horizontal line.